

# Union Pacific Corporation



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Jack E. Jerrett  
Senior Corporate Attorney

December 9, 1993

## **FEDERAL EXPRESS**

Mr. Sidney L. Strickland  
Secretary  
Interstate Commerce Commission  
12th Street & Constitution Avenue, NW  
Washington, DC 20423

RECORDATION NO. 18442 <sup>B</sup> FILED 1425  
DEC 10 1993 -10 10 AM  
INTERSTATE COMMERCE COMMISSION

Re: **Interim User Agreement, dated as of  
October 1, 1993, as amended, between General  
Electric Company and Union Pacific Holdings, Inc.**

Dear Mr. Strickland:

Enclosed for filing are three (3) original counterparts of a Termination, dated as of December 15, 1993 (the "Termination"), between General Electric Company ("GE") and Union Pacific Holdings, Inc ("Holdings"). The principal document to which this is connected is an Interim User Agreement, dated as of October 1, 1993 (the "Agreement"), between GE and Holdings, which was filed with the Commission on October 20, 1993 and assigned Recordation No. 18442.

This Termination reaffirms the termination of the Agreement with respect to the equipment identified in Section 1 of the Termination.

Enclosed is a check payable to the Commission in the amount of \$18.00 for filing the Termination. Please date stamp the enclosed extra copy of this letter and each extra counterpart of the Termination not needed for filing and return them to the undersigned.

Sincerely,

JEJ:ccm  
Enclosure  
cc: Michael J. Baughman, Esq.  
g:\etfile\geuphd2.jjl

# Interstate Commerce Commission

Washington, D.C. 20423

12/14/93

OFFICE OF THE SECRETARY

Jack E. Jerrett

Senior Corporate Attorney

Union Pacific Corporation

Martin Tower

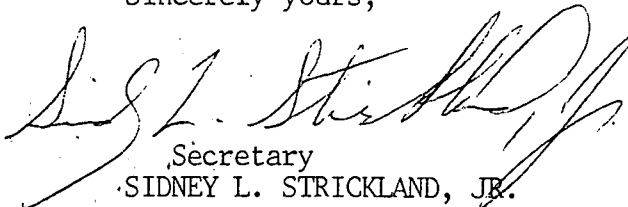
Eighth & Eaton Avenues

Bethlehem, PA. 18018

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/10/93 at 10:10am, and assigned recordation number(s). 18442-A B

Sincerely yours,



Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

DEC 10 1993 - 10 10 AM

## TERMINATION

INTERSTATE COMMERCE COMMISSION

THIS TERMINATION, made this 15th day of December, 1993 by and between General Electric Company, a New York corporation acting through its Transportation Systems Business Operation ("GE"), and Union Pacific Holdings, Inc., a Utah corporation ("UP").

WHEREAS, GE and UP are parties to an Interim User Agreement dated as of October 1, 1993 (the "Lease"); and

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303, on October 20, 1993, at 2:45 p.m. and given Recordation Number 18442; and

WHEREAS, the Lease was terminated pursuant to three (3) Partial Terminations effective November 10, November 17 and November 24, 1993, respectively (collectively, the "Terminations"); and

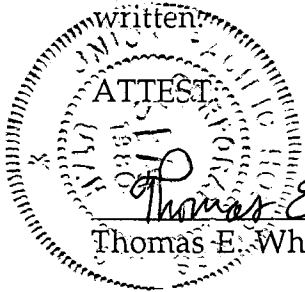
WHEREAS, the Terminations were erroneously filed for recordation with the ICC under Recordation No. 18376; and

WHEREAS, GE and UP desire to reaffirm the termination and cancellation of the Lease with respect to the equipment described therein and to properly record such termination and cancellation with the ICC.

NOW THEREFORE, in consideration of the promises set forth below and other good and valuable consideration, the receipt of which is acknowledged, UP and GE, intending to be legally bound, agree as follows:

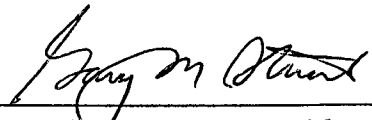
1. UP and GE hereby reaffirm that the Lease was terminated and cancelled as follows: (a) effective November 10, 1993 with respect to eight (8) General Electric Model Dash 8-41CW diesel electric locomotives bearing road numbers 9531-9538, inclusive; (b) effective November 17, 1993 with respect to eight (8) General Electric Model Dash 8-41CW diesel electric locomotives bearing road numbers 9539-9546, inclusive; and (c) effective November 24, 1993 with respect to nine (9) General Electric Model Dash 8-41CW diesel electric locomotives bearing road numbers 9547-9555, inclusive.

IN WITNESS WHEREOF, UP and GE have each caused this Termination of Lease to be duly executed by their authorized officers as of the day and year first above



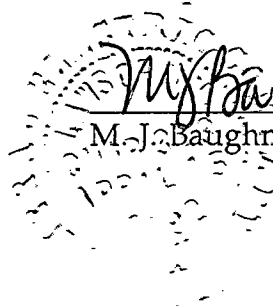
Thomas E. Whitaker, Assistant Secretary

UNION PACIFIC HOLDINGS, INC.

By: 

Gary M. Stuart, Vice President  
and Treasurer

ATTEST:



M. J. Baughman, Attesting Secretary

GENERAL ELECTRIC COMPANY

By: 

J. W. Braukman, Manager  
Transportation Systems  
Finance Operation

Commonwealth of Pennsylvania )

County of Erie )

On this 1<sup>st</sup> day of December, 1993, before me personally appeared J. W. Braukman, to me personally known, who, being duly sworn, did say that he is Manager, Transportation Systems Finance Operation of General Electric Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

My commission expires:

Carol A. Warlen  
Notary Public

Notarial Seal  
Carol A. Warlen, Notary Public  
Lawrence Park Twp. Erie County  
My Commission Expires Dec. 12, 1994

Commonwealth of Pennsylvania )

County of Lehigh )

On this 1<sup>st</sup> day of December, 1993, before me personally appeared Gary M. Stuart, to me personally known, who, being duly sworn, did say that he is Vice President and Treasurer of Union Pacific Holdings, Inc., that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

My commission expires:

Kathleen F. Owens  
Notary Public

g:\jej\trmntn.jjd

Notarial Seal  
Kathleen F. Owens, Notary Public  
Bethlehem, Lehigh County  
My Commission Expires Oct. 19, 1996  
Member, Pennsylvania Association of Notaries